BIRCHTREE INVESTMENTS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED

MAY 31, 2024

(EXPRESSED IN CANADIAN DOLLARS)

INTRODUCTION

Birchtree Investments Ltd. (previously Greenridge 4.0 Acquisitions Corp.) ("Birchtree" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 2, 2021. The registered head office of the Company is 2900-550 Burrard Street, Vancouver, BC V6C 0A3, Canada. The Company is an investment company with the long-term goal of divesting its investment assets at a profit. Its investment focus is on (i) companies in early stages of development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued.

The Company filed a notice of alteration of its articles in order to change its name to "Birchtree Investments Ltd." on June 23, 2021 in order to coincide with the voluntary dissolution of its subsidiary, Birchtree Investments Limited ("Limited"). Limited was incorporated under the Business Corporations Act (British Columbia) on January 29, 2021 and was voluntarily dissolved on June 9, 2021. On May 18, 2021, pursuant to a share exchange agreement Birchtree issued 54,100,000 common shares as consideration for acquisition of the 54,100,000 outstanding common shares in the capital of Limited. The acquisition was accounted for as a reverse takeover ("RTO") whereby Limited was identified as the acquirer for accounting purposes and the resulting financial statements are presented as a continuance of Limited. The Company began trading on the Canadian Securities Exchange ("CSE") under the trading symbol "BRCH" as of market open on March 1, 2023.

The Canadian Dollar is the Company's functional and reporting currency. Unless otherwise noted, all dollar amounts are expressed in Canadian Dollars.

The following interim Management's Discussion and Analysis ("Interim MD&A") of the Company for the three and nine months ended May 31, 2024 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the year ended August 31, 2023. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This discussion should be read in conjunction with the Company's annual financial statements, together with the notes thereto, and Annual MD&A for the year ended August 31, 2023. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements for the three and nine months ended May 31, 2024 and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of July 17, 2024, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of the Company (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Interim MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Interim MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking statements contained herein are made as of the date of this Interim MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward- looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

The Company's business objective is to give its shareholders the opportunity to indirectly participate in investments in (i) the early stages of a target company's development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued, which investments would commonly not be otherwise available to such shareholders.

The Company provides a solution to pervasive problems associated with angel and/or minority investor investments (such as, but not limited to, return risks, delay in returns, liquidity risks) through its structure as an accessible vehicle for investors that provides liquidity and diversification; the Company provides an alternative to the problems and issues associated with venture capital and/or angel investments (such as overly onerous limitations on management and controls) and an investment by the Company is believed to be quicker, easier and less complicated. Management believes that the Company's shareholders are afforded the opportunity to invest in companies that they would not normally be able to invest in, as these companies are private entities or entities that are in the process of going public, but still in the early stages and therefore not accessible to all investors.

The Company will seek high return investment opportunities by investing in enterprises that have the potential to be commercially viable and have visibility toward high growth. The Company will allow for diversification and will enter investments at an early or strategic stage in the target company's growth to maximize returns. Risk will be managed by applying the considerable business expertise of its directors and officers to the investments undertaken.

When equity investments are made, they will often be accompanied by share purchase warrants to enhance the return on account of the increased risk. It is anticipated that debt investments will often include conversion rights and be accompanied by bonus shares or warrants and will typically be secured by tangible assets of sufficient value to safeguard the investment.

The Company will operate as an investment company, rather than an investment fund. The Company seeks to invest wherever practicable for the purpose of being actively involved in the management of any target company in which it invests, including seeking board representation or board observation rights.

The Company will aim to structure its investments in such a way that the Company is not deemed to be either an investment fund or mutual fund, as defined by applicable securities laws, thereby avoiding the requirement to register as an investment fund manager or investment advisor.

Investment Strategies

The Company invests in early or strategic financing rounds of a target company to take advantage of favourable valuations and larger exit multiples. Early or strategic round financings will add considerably more value to invested funds through risk management rather than the risk avoidance that is characteristic of later-stage financings. Further, early or strategic stage financing will allow later rounds to provide liquidity, if need be, thereby lowering risk.

The Company invests in various companies/industries and focuses on investments with clear paths to liquidity in a three-to-five-year period. Liquidity events will most likely be in form of acquisitions of the target companies or initial public offerings. As investment issuers need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Company.

Returns are expected to materialize through capital gains based on the growth of both tangible and intangible asset values. Value creation will be achieved through high-interest loans to target companies, acquisition of shares, warrants and other equity of target companies, leading target companies through later-round financings and realizing on significant liquidity events of target companies.

The Company will obtain detailed knowledge of the business of the target companies through its due diligence process prior to investment and through its right to appoint a direct or board observer. The Company will utilize the services of independent specialists (geological consultants, advisors and engineers) to gain additional information on target companies where appropriate.

The Company will invest at least 75% of its assets in target companies where one or more of the following factors are present: (i) the Company holds securities representing more than 10% of the outstanding equity or voting securities of such target company; (ii) the Company has the right to appoint a board or board observer seat on such target company; (iii) the Company has the right to place restrictions on the management of the target company, or has approval or veto rights over decisions made by the management of the target company; or (iv) the Company has the right to restrict the transfer of securities by other securityholders of the target company. Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of these disciplines as it sees fit for the benefit of the Company.

OPERATIONAL HIGHLIGHTS

During the three and nine months ended May 31, 2024, the Company reported net income (loss) of $(3,384,515) and $9,048,170, respectively (compared with a net income (loss) of $41,686 and $(288,830) over the same periods last year). The excellent year-to-date performance has resulted in 471% increase in shareholders' equity since August 31, 2023 and is mainly attributed to the Company's involvement with one of its investees, American Aires Inc. On September 26, 2023, the Company converted all its outstanding convertible debenture balance of $578,000 plus accrued interest of $20,713 into 6,652,366 common shares of American Aires Inc. at a price of $0.09 per share. In October and November 2023, the Company sold 6,000,000 common shares of American Aires for proceeds of $540,000 according to a previously agreed upon share sale agreement with arm's length buyers. On February 16, 2024, the Company participated in a private placement where it purchased 5,624,587 units of American Aires (each unit consisting of one common share and one warrant) for $843,688. During the three months ended May 31, 2024, the Company sold 447,500 common share of American Aires for total proceeds of $706,493 and realizing a gain of $666,218. The addition of these new shares and warrants, successful dispositions, coupled with the explosive growth in the stock price of American Aires to $0.83 on May 31, 2024, have resulted in a combined realized and unrealized gain/(loss) of $9,984,215 for the nine months ended May 31, 2024. The combined realized and unrealized gain/(loss) of American Aires of $(2,651,216) for the three months ended May 31, 2024 is mostly a result of the stock price cooling down from $1.03 on February 29, 2024 to $0.83 on May 31, 2024. The strong performance of American Aires has positively contributed to the overall performance of the Company over the first three quarters of the year. The Company remains on full alert with respect to American Aires Inc. and may crystallize the gains at the right moment, as determined by management.

On September 28, 2023, the CFO of the Company (Marrelli Support Services Inc.) resigned from their position. This vacant position was filled by an existing director of the Company on September 30, 2023. On October 2, 2023, the new CFO was issued 1,000,000 stock options of the Company with an exercise price of $0.05 per share and expiry date of October 2, 2023. With the resignation of Marelli Support Service Inc. on September 28, 2023, all accounting and bookkeeping is performed in-house by one of the existing directors of the Company.

In November 2023, the Company exited its entire position in ThreeD Capital Inc. The Company sold 106,082 shares of ThreeD for total proceeds of $39,730 and realizing a gain of $5,254. This transaction was part of a strategic decision to rebalance the portfolio to redeploy capital into other portfolio companies with a higher upside potential.

In February 2024, the Company exited its entire position in Xebra Brands Inc. The Company sold 350,000 shares of Xebra for total proceeds of $17,500 and realizing a gain of $10,500. This transaction was part of a strategic decision to rebalance the portfolio to redeploy capital into other portfolio companies with a higher upside potential.

On March 29, 2024, the Company acquired an aggregate of 795,926 common shares in the capital of a private British Columbia company that is the sole shareholder of Valkyrie Specialty Corporation. Pursuant to a share exchange agreement dated March 23, 2024 (the "SEA"), the Company issued to Valkyrie an aggregate of 5,000,000 common shares at a deemed price of $0.115 per share, in exchange for 425,926 common shares of Valkyrie at a deemed price of $1.35 per share. In addition, the Company subscribed for an additional 370,000 common shares in the capital of Valkyrie at a price of $1.35 per share for gross proceeds of $499,500.

INVESTMENT PORTFOLIO

The fair value and cost of investments are as follows as at May 31, 2024 and August 31, 2023:

	August 31, 2023				May 31, 2024				Change in Unrealized / Realized
Investment	Number	Cost	FMV	Unrealized	Number	Cost	FMV	Unrealized	P&L Impact
ThreeD Capital Inc.									
Common Shares	106,082	$ 121,995	$ 34,477	$ (87,518)	-	$ -	$ -	$ -	$ 5,254
Ehave Inc.									
Common Shares	1,743,861	$ 350,000	$ 235	$ (349,765)	1,743,861	$ 350,000	$ 4,047	$ (345,953)	$ 3,812
Xebra Brands Ltd.									
Common Shares	350,000	$ 281,936	$ 7,000	$ (274,936)	-	$ -	$ -	$ -	$ 10,500
Boba Mint Holdings Ltd.									
Common Shares	10,000,000	$ 500,000	$ 500,000	$ -	11,000,000	$ 550,000	$ 165,000	$ (385,000)	$ (385,000)
American Aires									
Common Shares	4,100,000	$ 391,145	$ 41,000	$ (350,145)	6,239,453	$ 1,231,126	$ 5,178,746	$ 3,947,620	$ 4,941,837
Warrants	18,810,000	$ -	$ 65,008	$ 65,008	7,505,587	$ -	$ 5,107,386	$ 5,107,386	$ 5,042,378
Firstpayment Inc.									
Common Shares	600,000	$ 150,000	$ 30,000	$ (120,000)	600,000	$ 150,000	$ 30,000	$ (120,000)	$ -
Warrants	300,000	$ -	$ -	$ -	-	$ -	$ -	$ -	$ -
Sommerset Energy									
Common Shares	1,670,000	$ 501,000	$ 751,500	$ 250,500	1,670,000	$ 501,000	$ 751,500	$ 250,500	$ -
Warrants	835,000	$ -	$ 83,918	$ 83,918	-	$ -	$ -	$ -	$ (83,918)
Valkyrie Specialty									
Common Shares	-	$ -	$ -	$ -	795,926	$ 1,074,500	$ 1,074,500	$ -	$ -
Total		**$ 2,296,076**	**$1,513,138**	**$ (782,938)**		**$ 3,856,626**	**$ 12,311,178**	**$ 8,454,552**	**$ 9,534,862**

Investment in ThreeD Capital Inc. ("ThreeD")

As at August 31, 2023, the Company had 106,082 common shares of ThreeD. During the nine months ended May 31, 2024, the Company sold its entire position in ThreeD for total proceeds of $39,730 as part of portfolio rebalancing. The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in ThreeD a realized gain of $5,254 (May 31, 2023 - unrealized loss of $47,206) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Investment in Ehave, Inc. ("Ehave")

As at August 31, 2023 and May 31, 2024, the Company had 1,743,861 common shares of Ehave. There were no transactions involving Ehave during the nine months ended May 31, 2024. The investment in common shares is considered a Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in Ehave an unrealized gain of $3,812 (May 31, 2023 – unrealized loss of $11,031) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Investment in Xebra Brands Ltd. ("Xebra")

As at August 31, 2023, the Company had 350,000 common shares of Xebra. During the nine months ended May 31, 2024, the Company sold its entire position in Xebra for total proceeds of $17,500 as part of portfolio rebalancing. As a result of changes in the fair market value in Xebra a realized gain of $10,500 (May 31, 2023 – unrealized loss of $87,500) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Investment in Boba Mint Holdings Ltd. ("Boba Mint")

As at August 31, 2023, the Company had 10,000,000 common shares of Bluecorp. During the nine months ended May 31, 2024, the Company purchased additional 1,000,000 common shares of Bluecorp for $50,000. During the nine months ended May 31, 2024, Bluecorp was acquired by Snowy Owl Gold Corp. and continued under the new brand Boba Mind Holdings Ltd. On April 26, 2024, Boba Mint was approved for CSE listing and began trading on the stock exchange. Investment in these common shares is considered Level 1 in the fair value hierarchy (2023 – Level 3 as Bluecorp was a private company). As a result of changes in the fair market value of Boba Mint an unrealized loss of $385,000 (May 31, 2023 - unrealized loss of $500,000) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Investment in American Aires Inc. ("American Aires")

As at August 31, 2023, the Company held 4,100,000 common shares and 18,810,000 warrants of American Aires. During the nine months ended May 31, 2024, the Company had the following transactions with respect to American Aires:

- On September 12, 2023, American Aires Inc. performed a 10:1 stock consolidation which resulted in the Company's holdings changing from 4,100,000 common shares and 18,810,000 warrants to 410,000 common shares and 1,881,000 warrants.

- On September 26, 2023, the Company converted all its outstanding convertible debenture balance of $578,000 plus accrued interest of $20,713 into 6,652,366 common shares of American Aires Inc. at a price of $0.09 per share. This conversion has resulted in the Company owning 19% of the outstanding common shares of American Aires Inc. Management has performed its assessment over the Company's exposure to American Aires Inc. and concluded that there is no significant influence.

- In October and November 2023, the Company sold 6,000,000 common shares of American Aires for proceeds of $540,000 according to a previously agreed upon share sale agreement with arm's length buyers.

- On February 16, 2024, the Company participated in a private placement where it purchased 5,624,587 units of American Aires (each unit consisting of one common share and one warrant) for $843,688. The warrants are exercisable at a price of $0.25 per share for a period of 2 years. As at May 31, 2024, a fair value of $5,292,403 was assigned to these warrants issued, estimated using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, share price of $1.03, expected volatility of 185%, a risk-free rate of return of 4.20% and an expected life of 1.9 years.

- On February 16, 2024, the Company entered into a consulting agreement with American Aires. The consulting agreement is for a period of 3 years and the Company is to act as consultant on various matters such as commercial sales strategy, capital markets support, assisting with due diligence packages for strategic partners, advising on large commercial engagements and other business areas. American Aires paid $360,000 to the Company as part of the consulting agreement, which has been recorded on the statement of financial position as deferred revenue. The deferred revenue will be gradually reduced and brought into income as services are performed by the Company. During the nine months ended May 31, 2024, the Company recorded $5,000 as consulting fee income and the remaining $355,000 is recorded as deferred revenue on the statement of financial position as at May 31, 2024.

- During the three months ended May 31, 2024, the Company sold 447,500 common share of American Aires for total proceeds of $706,493 and realizing a gain of $666,218.

The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in American Aires a combined unrealized and realized gain of $4,941,837 (May 31, 2023 – $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

The investment in warrants is considered Level 2 in the fair value hierarchy. As a result of changes in the fair market value of the warrants held in American Aires an unrealized gain of $5,042,378 (May 31, 2023 – unrealized gain of $123,042) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Investment in Firstpayment Inc. ("Firstpayment")

As at August 31, 2023 and May 31, 2024, the Company had 600,000 common shares of Firstpayment. There were no transactions involving Firstpayment during the nine months ended May 31, 2024, except for 300,000 outstanding warrants expiring unexercised on October 29, 2023. The investment in these common shares is considered a Level 3 in the fair value hierarchy as Firstpayment is a private company. As a result of changes in the fair market value of Firstpayment an unrealized gain/loss of $nil (May 31, 2023 - $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Somerset Energy Partners ("Somerset")

As at August 31, 2023, the Company had 1,670,000 common shares and 835,000 warrants of Somerset. There were no transactions involving Somerset during the nine months ended May 31, 2024, except for 835,000 outstanding warrants expiring unexercised on December 20, 2023. The investment in these common shares and warrants is considered Level 3 in the fair value hierarchy as Somerset is a private company. As a result of changes in the fair market value in Somerset common shares an unrealized gain/loss of $nil (May 31, 2023 – loss of $360,865) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024. As a result of changes in the fair market value in Somerset warrants an unrealized loss of $83,918 (May 31, 2023 - unrealized loss of $31,060) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

Valkyrie Specialty Corporation ("Valkyrie")

On March 29, 2024, the Company acquired an aggregate of 795,926 common shares in the capital of a private British Columbia company that is the sole shareholder of Valkyrie Specialty Corporation. Pursuant to a share exchange agreement dated March 23, 2024 (the "SEA"), the Company issued to Valkyrie an aggregate of 5,000,000 common shares at a deemed price of $0.115 per share, in exchange for 425,926 common shares of Valkyrie at a deemed price of $1.35 per share. In addition, the Company subscribed for an additional 370,000 common shares in the capital of Valkyrie at a price of $1.35 per share for gross proceeds of $499,500. The investment in these common shares is considered Level 3 in the fair value hierarchy as Valkyrie is a private company. As a result of changes in the fair market value of Valkyrie an unrealized gain/loss of $nil has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2024.

TRENDS AND ECONOMIC CONDITIONS

The Company's future performance is largely tied to the performance of investments, which is dependent on the investment sector, and overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

SELECTED QUARTERLY INFORMATION

Three Months Ended	Total Assets ($)	Net Income (Loss)	
		Total ($)	Per Share ($)
May 31, 2024	12,381,839	(3,384,515)	(0.04)
February 29, 2024	15,055,051	11,669,980	0.15
November 30, 2023	2,989,224	764,003	0.01
August 31, 2023	2,215,094	(480,849)	(0.01)
May 31, 2023	2,710,870	41,685	0.00
February 28, 2023	2,610,647	(368,888)	(0.00)
November 30, 2022	2,875,616	(27,822)	(0.00)
August 31, 2022	2,972,503	320,215	0.01
May 31, 2022	2,555,320	(368,041)	(0.00)

RESULTS OF OPERATIONS

Three months ended May 31, 2024, compared with three months ended May 31, 2023

The Company's net income (loss) totaled $(3,384,515) for the three months ended May 31, 2024 compared to $41,686 for the three months ended May 31, 2023. The significant highlights are as follows:

- The unrealized loss on investments amounted to $3,703,130 compared to unrealized gain of $125,509 in the comparative period which is mainly attributed to the decrease in the fair market value of American Aires. Please refer to sections "Operational Highlights" and "Investment Portfolio" for more details around the performance of American Aires. In addition, Boba Mint (previously Bluecorp) went public during Q3 and the publicly traded price of its stock decreased in comparison to the value recorded in previous quarters. The unrealized loss is attributable to the general market and economic conditions and could potentially reverse during the investment hold period.

- Investor relations expenses decreased 23% to $10,006 period over period ("POP") and is mainly attributed to the Company incurring more costs in the prior period in preparation of going public on March 1, 2023 when compared to the ongoing public company expenses costs incurred in the current period. Office and general expenses increased to $26,393 compared to $5,182 last period and is attributed mainly to the Company obtaining D&O insurance for its directors and officers and also incurring additional cost in the advertising and promotion space. Professional fees increased to $97,203 compared to $80,757 in the comparative period and is mainly attributed to the increased management fees. In addition, the Company incurred $244,000 in share-based compensation as a result of the restricted share units ("RSUs") granted to its directors and officers. The Company continues to be focused on prudent management of its costs.

Nine months ended May 31, 2024, compared with nine months ended May 31, 2023

The Company's net income (loss) totaled $9,048,170 for the nine months ended May 31, 2024 compared to $(288,830) for the nine months ended May 31, 2023. The significant highlights are as follows:

- The unrealized gain on investments amounted to $8,875,036 compared to unrealized loss of $149,711 in the comparative period which is mainly attributed to the increase in the fair market value of American Aires. Please refer to sections "Operational Highlights" and "Investment Portfolio" for more details around the performance of American Aires. The unrealized gain is attributable to the general market and economic conditions and could potentially reverse during the investment hold period.

- Investor relations expenses decreased 12% to $21,229 and is mainly attributed to the Company incurring more costs in the prior period in preparation of going public on March 1, 2023 when compared to the ongoing public company expenses costs incurred in the current period. Office and general expenses increased to $43,857 compared to $6,034 last period and is attributed mainly to the Company obtaining D&O insurance for its directors and officers and also incurring additional cost in the advertising and promotion space as well as interest expense on its loans. Professional fees increased to $209,200 compared to $102,371 in the comparative period and is mainly attributed to the increased management fees in addition to one-time termination fee of the outgoing CFO, Marelli Support Service Inc. In addition, the Company incurred $252,348 in share-based compensation as a result of the restricted share units ("RSUs") and stock options granted to its directors and officers compared to $51,415 in stock options granted in the comparative period. The Company continues to be focused on prudent management of its costs.

OFF-BALANCE-SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary operating activities. In addition, the vast majority of its investments are Level 1 securities which can be sold in the open market to generate additional cash needed to meet upcoming liabilities and/or other working capital or investment needs. The Company has minimum debt and its credit and interest rate risk is minimal. Amounts payable and other liabilities are short-term and non-interest bearing. As at May 31, 2024, the Company had cash of $68,855 and Level 1 investments of $5,347,793 to settle current liabilities of $86,291. Currently and in the future, the Company's use of cash has and will principally occur in two areas: funding of its general and administrative expenditures and funding of its investment activities.

CAPITAL MANAGEMENT

The Company's objective when managing its capital is to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions and to maximize shareholder return through enhancing the share value. The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing. The Company considers its capital to be equity, which comprises share capital, warrants, contributed surplus and accumulated deficit, which as at May 31, 2024 totaled $11,970,547 (August 31, 2023 - $2,095,029). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The Chief Financial Officer ("CFO") of the Company is the managing director of Marrelli Support Services Inc. ("MSSI"). During the nine months ended May 31, 2024, the Company incurred professional fees of $13,095 (nine months ended May 31, 2023 - $24,706) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters and CFO fees. As at May 31, 2024, MSSI was owed $nil (August 31, 2023 - $842), with respect to services provided, and this amount was included in accounts payable and accrued liabilities.

On September 28, 2023, the CFO of the Company (Marrelli Support Services Inc.) resigned from the position. This vacant position was filled by an existing director of the Company on September 30, 2023. On October 2, 2023, the new CFO was issued 1,000,000 stock options of the Company as described in Note 5. With the resignation of Marelli Support Service Inc. on September 28, 2023, all accounting and bookkeeping is performed in-house by one of the existing directors of the Company. During the nine months ended May 31, 2024, the Company incurred $26,340 in accounting, reporting and bookkeeping fees paid to one of the directors of the Company (owed as at May 31, 2024 - $3,390).

The Chief Executive Officer ("CEO") of the Company entered into a contract with the Company for a monthly compensation of $10,000 per month (exclusive of tax) in June 2023 and during the nine months ended May 31, 2024, the Company incurred professional fees of $99,100 to the CEO. As at May 31, 2024, CEO was owed $11,300 (August 31, 2023 - $10,000), with respect to service provided, and this amount was included in accounts payable and accrued liabilities. The CEO also acts as a chief financial officer of one portfolio investment company - American Aires Inc. The Company therefore had a related party debt (convertible debenture) outstanding with American Aires Inc. which was converted into the common shares as described in detail in note 3. Management has performed its assessment over the Company's exposure to American Aires Inc. and concluded that there is no significant influence as at May 31, 2024.

On December 1, 2023, the Company entered into a loan agreement with a lender who is also a director and officer of the Company. The amount advanced was $30,000 and the Company incurred total interest of $888 in relation to this loan during the nine months ended May 31, 2024. The loan was repaid in full on maturity date and there are no more loans outstanding as at May 31, 2024.

FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and commodity and equity price risk). There were no changes to the Company's risk factors during the period ended May 31, 2024. The Company's management team carries out risk management with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Fair Values

The Company has designated its cash as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The following tables present the Company's financial instruments that have been measured at fair value as at May 31, 2024 and August 31, 2023:

As at May 31, 2024	Level 1	Level 2	Level 3	Total
Cash	$ 68,555	$ -	$ -	$ 68,555
Investments - Common Shares	$5,347,793	$ -	$ 1,856,000	$ 7,203,793
Investments - Warrants	$ -	$ 5,107,386	$ -	$ 5,107,386

As at August 31, 2023	Level 1	Level 2	Level 3	Total
Cash	$ 94,141	$ -	$ -	$ 94,141
Investments - Common Shares	$ 82,712	$ -	$ 1,281,500	$ 1,364,212
Investments - Warrants	$ -	$ 65,008	$ 83,918	$ 148,926

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at May 31, 2024, management believes that the credit risk with respect to cash and subscription receivable is minimal. Cash is held with reputable Canadian financial institutions, and receivables are from trusted institutions or individuals from which management believes the risk of loss to be minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at May 31, 2024, the Company had cash of $68,855 and Level 1 investments of $5,347,793 to settle current liabilities of $86,291. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors.

Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategies.

Price risk typically arises from exposure to equity and commodity securities. If the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant the investment value could have increased or decreased by approximately $1,231,118 (August 31, 2023 - $151,314).

SHARE CAPITAL

As of the date of this MD&A, the Company had 89,615,500 issued and outstanding common shares.

On October 2, 2023, the Company granted stock options to an incoming CFO to purchase 1,000,000 common shares of the Company at an exercise price of $0.05 for a period of 3 years following the date of grant which vest immediately. The options were valued at $8,348 using a Black-Scholes valuation model with the following assumptions: share price of $0.01 per common shares, expected dividend yield of 0%, expected volatility of 200%, risk-free rate of 4.03% and expected life of 3 years.

On March 29, 2024, the Company acquired an aggregate of 795,926 common shares in the capital of a private British Columbia company that is the sole shareholder of Valkyrie Specialty Corporation. Pursuant to a share exchange agreement dated March 23, 2024 (the "SEA"), the Company issued to Valkyrie an aggregate of 5,000,000 common shares at a deemed price of $0.115 per share, in exchange for 425,926 common shares of Valkyrie at a deemed price of $1.35 per share.

On May 8, 2024, the Company granted 12,200,000 restricted stock units ("RSUs") to its directors and officers, 50% of which vested immediately and the remaining 50% to be vested 9 months from the grant date. The share-based compensation of $244,000 (based on the price of the Company shares of $0.04 on the day of vesting and 6,100,000 common shares issued) was recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended May 31, 2024.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative, involving numerous and significant risks, and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the fiscal year ended August 31, 2023, available on SEDAR at **www.sedarplus.ca.**